



ATTORNEY DOCKET NO.: 0492611-0580/MIT-7442

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Langer, et al.

Examiner: Webman, Edward J.

Serial No.: 09/724,382

Art Unit: 1617

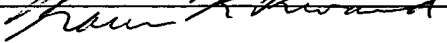
Filing Date: November 28, 2000

Title: SEMI-INTERPENETRATING OR INTERPENETRATING
POLYMER NETWORKS FOR DRUG DELIVERY AND TISSUE
ENGINEERING

Commissioner for Patents
P. O. Box 1450
Alexandria, VA 22313-1450
Sir:

REVOCATION AND APPOINTMENT OF ATTORNEY

Massachusetts Institute of Technology, University Technology Corporation, and The General Hospital Corporation, hereby revoke all previous powers of attorney and appoint the attorneys and agents associated with Customer No. 24280 as their attorneys and agents for prosecution of matters relating to the above-identified patent application and to conduct all business in the United States Patent and Trademark Office.

Massachusetts Institute of Technology	Signature:  KARIN K. RIVARD ASSISTANT DIRECTOR AND COUNSEL TECHNOLOGY LICENSING OFFICE
The Regents of the University of Colorado	Signature:
The General Hospital Corporation	Signature:

All correspondence should be sent to Valarie B. Rosen, Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts 02110.
3737251v1



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Massachusetts Institute of Technology	Signature:
The Regents of the University of Colorado	Signature: <i>David N. Allen</i> DAVID N. ALLEN, Assoc. VP
The General Hospital Corporation	Signature:

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Sir:

ESTABLISHING RIGHT OF ASSIGNEE TO TAKE ACTION

(37 CFR § 3.73(b))

The inventors of the above-referenced United States patent application have assigned their entire right, title, and interest in the inventions disclosed therein according to the following table:

Inventor	Assignee
Robert S. Langer and Jennifer H. Elisseeff	Massachusetts Institute of Technology
Kristi Anseth	University License Equity Holdings, Inc., fka University Technology Corporation
Derek Sims	The General Hospital Corporation

University License Equity Holdings, Inc. (formerly known as University Technology Corporation) has assigned its right, title and interest in the application to The Regents of the University of Colorado.

Thus, the Assignee of the inventors' entire right, title, and interest is:

Massachusetts Institute of Technology
The Regents of the University of Colorado
The General Hospital Corporation

According to 37 CFR § 3.73(b), the Assignee is entitled to take action relating to the application in the Patent and Trademark Office if the Assignee establishes ownership to the satisfaction of the Commissioner.

Ownership by the assignee is established as follows:

X documents already recorded in the PTO.

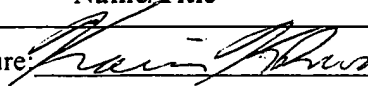
Reel <u>009196</u>	Frame <u>0120</u> ; (Langer, et al. to Massachusetts Institute of Technology – September 26, 1997);
Reel <u>009192</u>	Frame <u>0879</u> ; (Sims to The General Hospital Corporation – September 19, 1997) and
Reel <u>009192</u>	Frame <u>0949</u> (Anseth to University Technology Corporation – September 19, 1997)

X documents separately submitted for recordal to the PTO (a copy of these documents is attached).

University Technology Corporation to University License Equity Holdings, Inc.; and
University License Equity Holdings, Inc. to The Regents of the University of Colorado.

STATEMENT

I, person(s) authorized to sign on behalf of the Assignee, have reviewed the evidentiary documents referred to above and certify that, to the best of my knowledge and belief, title is mine/ours as Assignee who seeks to take further action.

Name/Title	Assignee	Date
Signature:  Name: KARIN K. RIVARD Title: ASSISTANT DIRECTOR AND COUNSEL TECHNOLOGY LICENSING OFFICE	Massachusetts Institute of Technology	<i>Sept. 22, 1997</i>
Signature: _____ Name: _____ Title: _____	The Regents of the University of Colorado	

According to 37 CFR § 3.73(b), the Assignee is entitled to take action relating to the application in the Patent and Trademark Office if the Assignee establishes ownership to the satisfaction of the Commissioner.

Ownership by the assignee is established as follows:

X documents already recorded in the PTO.

Reel 009196

Frame 0120; (Langer, et al. to Massachusetts Institute of Technology – September 26, 1997);

Reel 009192

Frame 0879; (Sims to The General Hospital Corporation – September 19, 1997) and

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Name/Title	Assignee	Date
Signature: _____ Name: _____ Title: _____	Massachusetts Institute of Technology	
Signature: <u>David N. Allen</u> Name: <u>DAVID N. ALLEN, PH.D</u> Title: <u>ASSOCIATE VICE PRESIDENT</u>	The Regents of the University of Colorado	<u>19 Sep 05</u>

Signature: <u>Kris Betres</u>	The General Hospital Corporation	Sept. 26 2005
Name: <u>Kris Betres</u>		
Title: <u>Licensing Mgr.</u>		

3738730.1


ASSIGNMENT OF PATENT

Whereas, University License Equity Holdings, Inc., hereinafter referred to as "ULEHI," is the joint owner of record of a certain invention entitled "Semi-interpenetrating Or Interpenetrating Polymer Networks For Drug Delivery And Tissue Engineering", for which an application for Letters Patent of the United States was filed May 23, 1997, receiving Serial No. 08/862,740, now U.S. Patent No. 6,224,893, issued May 1, 2001, and for which a second application for Letters Patent of the United States was filed November 28, 2000, receiving Serial No. 09/724,382, currently pending; and,

Whereas, The Regents of the University of Colorado, a body corporate, hereinafter referred to as "Assignee," having its principal patent correspondence address at 4001 Discovery Drive, Suite 390, Campus Box 588 UCB, Boulder, Colorado, 80309, is desirous of acquiring the entire right, title and interest in and to the above-identified U.S. Patent and Patent Application and other related applications in all countries throughout the world;

Now, therefore, in consideration of the sum of one dollar (\$1.00), the receipt whereof is acknowledged, and other good and valuable consideration, ULEHI, by these presents, does sell, assign, transfer and set over unto said Assignee its entire right, title and interest in and to the aforesaid U.S. Patent and U.S. Patent Application for the territory of the United States of America and all continuation, divisional, continuation-in-part and reissue applications, all patent applications in foreign countries, all applications pursuant to the Patent Cooperation Treaty, and all applications for extension filed or to be filed for the invention, and all Letters Patent, Invention Registrations, Utility Models, Extensions or Reissues and other patent rights, obtained for the invention in the United States or any other country, for its own use and behoof, and for the use and behoof of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held by ULEHI had this assignment and sale not been made; and hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to change, with this assignment, the assignee on the above-identified U.S. Patent and U.S. Patent Application, to indicate joint ownership thereof by Massachusetts Institute of Technology, The General Hospital Corporation, and The Regents of the University of Colorado, a body corporate.

Executed this 20 day of July, 2005.

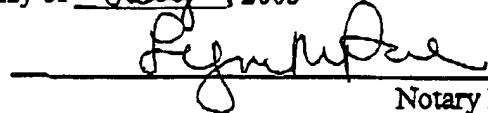


David N. Allen, Ph.D., Secretary
for University License Equity Holdings, Inc.

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

Before me, a Notary Public in and for said County and State, personally appeared David N. Allen, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed.

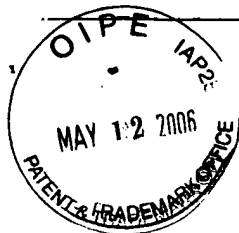
Given under my hand and seal of office this 20th day of July, 2005



Notary Public

My Commission Expires:
Seal (Notary Public)

My Commission Expires
07/05/2006



DNC 19921095969

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

UNIVERSITY TECHNOLOGY CORPORATION

(A Colorado Nonprofit Corporation)

ADDITION 477 C
\$ 110.00
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CHANGE OF NAME

The Board of Directors of University Technology Corporation, a Colorado nonprofit corporation (the "Corporation"), hereby adopts and establishes these Amended and Restated Articles of Incorporation, which shall, pursuant to the Colorado Revised Nonprofit Corporation Act, supersede the original Articles of Incorporation and all prior amendments, effective as of the filing of these Articles by the Colorado Secretary of State. The Corporation has no members and thus member action was not required.

The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I
Corporate Name

The name of the Corporation as amended is University License Equity Holdings, Inc.

ARTICLE II
Period of Duration

The duration of the Corporation shall be perpetual.

ARTICLE III
Principal Office, Registered Office and Registered Agent

The principal office for the business of the Corporation shall be located at 4001 Discovery Drive, Suite 390, Campus Box 591, Boulder, Colorado 80309. The address of the registered office of the Corporation is 4001 Discovery Drive, Suite 390, Campus Box 591, Boulder, Colorado 80309, and the name of the registered agent at such address is Jerry Donahue.

ARTICLE IV
Mission, Objects and Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) (hereinafter the "Code") or under the corresponding provision of any future United States Internal Revenue law. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other organizations, entities, or individuals carrying on such activities, subject

to such limitations as are prescribed by law. The business activities of the Corporation shall be primarily in furtherance or in support of the mission of the Corporation as specified in Colorado Revised Statutes § 23-5-121.

ARTICLE V **Restrictions on Powers**

Notwithstanding any other provision of these Articles, the powers of the Corporation are restricted as follows:

a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or (ii) by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Code.

b) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

ARTICLE VI **Membership**

The Corporation shall have no members with voting or other rights or powers under the Colorado Revised Nonprofit Corporation Act.

ARTICLE VII **Board of Directors**

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of at least five (5) members, appointed in the manner set forth in the Bylaws.

ARTICLE VIII **Officers**

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

ARTICLE IX **Private Inurement**

No part of the income, principal or net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation or any other private individual (except that reimbursement for expenditures and the payment of reasonable

compensation for services rendered may be made pursuant to authorization from the Board of Directors).

ARTICLE X **Political Activities**

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI **Private Foundation Status**

Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a "private foundation" within the meaning of Section 509(a) of the Code, then during such time or times:

(a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) The Corporation shall not make any investments that would subject the Corporation to taxation under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

The private property of the officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

ARTICLE XII **Nondiscriminatory Policy**

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, sexual orientation or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, sexual orientation or handicap.

ARTICLE XIII**Dissolution**

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets, in kind to the Regents of the University of Colorado, a body corporate, or its successor, if said University or its successor shall then qualify under Section 501(c)(3) of the Code, and if said University or its successor shall not so qualify, then to other organization(s) which then qualify under Section 501(c)(3) of the Code in the field of health care, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

ARTICLE XIV**Liability of Directors**

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director's duty of loyalty to the Corporation; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in the making of a loan by the Corporation to any director or officer of the Corporation; (iv) the director's assent to a distribution made in violation of C.R.S. Section 7-133-101 (as it may be amended from time to time) or these Articles and (v) any transaction in which the director directly or indirectly received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XV**Indemnification**

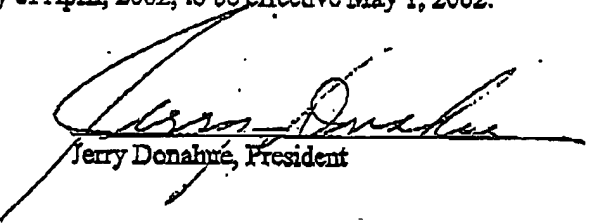
The Corporation may indemnify its directors, officers, employees and agents as permitted by law and the Bylaws of the Corporation.

ARTICLE XVI**Amendments to Articles of Incorporation**

Any amendments to these Articles may be proposed by any member of the Board of Directors, except that no amendment shall be made which would change the nature of the

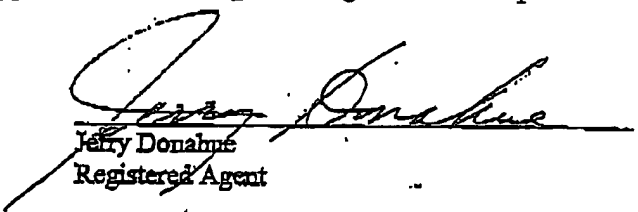
activities to be carried on which would not be permitted by an organization exempt from federal income taxation under Section 501(c)(3) of the Code. The amendment shall be approved by an affirmative vote of two-thirds of the Directors then in office.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this ____ day of April, 2002, to be effective May 1, 2002.



Jerry Donahue, President

The undersigned consents to appointment as the Registered Agent for the Corporation.



Jerry Donahue
Registered Agent

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